CONSTITUTION
of the
INDIANA DENTAL ASSOCIATION

ARTICLE I -- NAME

The name of this organization shall be the Indiana Dental Association, hereinafter referred to as “the Association” or “this Association.”

ARTICLE II -- OBJECT

The object of this Association shall be to encourage the improvement of the health of the public and to promote the art, science and profession of dentistry.

ARTICLE III -- ORGANIZATION

SECTION 10. INCORPORATION. This Association is a non-profit corporation organized under the laws of the State of Indiana.

SECTION 15. DISSOLUTION. If this corporation shall be dissolved at any time, no part of its funds or property shall be distributed to or among its members; but after payment of all indebtedness of the corporation, its surplus funds and properties shall be used for dental education and dental research in such manner as the then governing body of the Association may determine.

SECTION 20. CENTRAL OFFICE. A Central Office shall be located in Indianapolis, Marion County, Indiana, by the Board of Trustees, by direction of the House of Delegates.

SECTION 30. MEMBERSHIP. The membership of this Association shall consist of dentists and other persons whose qualifications and classifications shall be established in Chapter I of the Bylaws.

SECTION 40. COMPONENT SOCIETIES. Component societies of this Association shall be those dental societies chartered as such in conformity with Chapter IV of the Bylaws.

SECTION 50. TRUSTEE DISTRICTS. The number of trustee districts and their jurisdiction shall be established by the House of Delegates within the limits of the Articles of Incorporation of this Association.

ARTICLE IV -- GOVERNMENT

SECTION 10. LEGISLATIVE BODY. The legislative and governing body of this Association shall be a House of Delegates, which shall be referred to as “the House” or “this House” as provided in Chapter VI of the Bylaws.

SECTION 20. ADMINISTRATIVE BODY. The Administrative body of this Association shall be a Board of Trustees, which may be referred to as “the Board” or “this Board” as provided in Chapter XII of the Bylaws.

ARTICLE V -- OFFICERS

SECTION 10. ELECTIVE OFFICERS. The elective officers of this Association shall be a President, a President-Elect, a Vice-President, an Immediate Past-President, a Speaker of the House, and a Vice-Speaker of the House, each of whom shall be elected by the House of Delegates as provided in Chapter XIV of the Bylaws.

SECTION 20. APPOINTIVE OFFICERS. The appointive officers of this Association shall be a Treasurer, an Executive Director, and an Editor of the Journal, all of whom shall be appointed by the Board of Trustees as provided in Chapter X of the Bylaws. The Executive Director shall be the Secretary of the Association.

ARTICLE VI -- SESSIONS

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SECTION 10. SCIENTIFIC SESSIONS. Scientific sessions of this Association shall be conducted by the members of the Association as provided in Chapter VII of the Bylaws.

SECTION 20. BUSINESS SESSIONS. Business sessions of this Association shall be conducted by the House of Delegates as provided in Chapter VI of the Bylaws.

ARTICLE VII -- PRINCIPLES OF ETHICS

The Principles of Ethics of the American Dental Association shall be the Principles of Ethics of this Association.

Further regulations and penalties may be enacted by the Indiana Dental Association or by its component societies, provided that such action does not conflict with the Principles of Ethics of the American Dental Association or of the Indiana Dental Association in its relationship with its components.

ARTICLE VIII -- AMENDMENTS

SECTION 10. IN TWO SESSIONS. This Constitution may be amended by a two-thirds (2/3) vote of the House of Delegates present at any regular business meeting, provided the proposed amendment shall have been presented in writing to the House of Delegates at the previous annual or special session.

SECTION 20. IN ONE SESSION. This Constitution also may be amended at any session of the House of Delegates by a unanimous vote, provided the proposed amendment shall have been presented in writing at a previous meeting of the same session.
CHAPTER I -- MEMBERSHIP

SECTION 10. CLASSIFICATIONS. The members of this Association shall be classified as follows:

Active Members
Life Members
Retired Members
Student Members
Honorary Members
Affiliate Members
Non-Practicing Dentist Members

SECTION 20. QUALIFICATIONS.

(A) Active Member. An Active Member is a dentist who resides or practices in the State of Indiana and who has made application to become a member of a component society chartered by this Association and of the American Dental Association, ADA. An active member must maintain membership through a component society where the member practices or in the component in which the member resides. For the purpose of district delegate count, the active member’s primary practice will be counted in the district where the primary practice is located.

(B) Life Member. A life member shall be a member in good standing who has been an active and/or retired member in good standing for thirty (30) consecutive years or a total of forty (40) years of active and/or retired membership and has attained the age of sixty-five years. Life membership shall be effective the calendar year following the year in which the requirements are fulfilled. Maintenance of membership in good standing in the member's component society shall be a requisite for continuance of life membership in this Association.

The Association will give notification to members who are eligible for life membership. To qualify for retired life membership status, the member shall submit an affidavit attesting to the member's qualifications for retired life membership through said component society, and said component shall submit a certificate verifying such qualification.

A dentist who was an active member, but subsequently became a student member, shall be entitled to have the year or years of such subsequent membership counted as active membership for the sole purpose of establishing possible later eligibility for life membership.

(C) Retired Member. An active member in good standing who is now a retired member of a component society, if such exists, and no longer earning income from the performance of service as a member of the faculty of a dental school, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry or dental hygiene is required by the state may be classified as a retired member upon application to the Executive Director and upon proof of qualification. To qualify for retired membership status, the active member shall submit an affidavit attesting to the member's retirement through said component society and said component society shall submit a certificate verifying such retirement. Maintenance of active or retired membership in good standing in the member's component society entitling such member to all the privileges of an active member, shall be requisite for entitlement to and continuance of retired membership in this Association. A retired member who re-enters the practice of dentistry or dental hygiene must return to active member status.

(D) Student Member.

(1) A student enrolled in the Indiana University School of Dentistry who is in pursuit of a Doctor of Dental Surgery degree.

(2) Any dentist who is engaged full time in an advanced training course of not less than one academic year’s duration in a school or residency program accredited by the Commission on Dental Accreditation, and is eligible for licensure may by written request, be granted a student membership in the Indiana Dental Association.

(E) Honorary Member. An individual who has made outstanding contributions to the advancement of the art and science of dentistry, upon election by the House of Delegates, shall be classified as an Honorary Member of this Association.
(F) Affiliate Member. An ethical dentist who is a member in good standing of the American Dental Association, not eligible for active membership in this Association, or an ethical dentist practicing in any country other than the United States who is a member of a recognized dental organization in such country, and has made application to the Executive Director, shall be classified as an affiliate member of this Association.

(G) Non-Practicing Dentist Member. A non-practicing dentist member who is ineligible for any other classification of membership and meets all of the following:
   (1) has a dental degree from any country;
   (2) is a resident of Indiana
   (3) does not hold a dental license in the United States nor has a revoked US dental license,

SECTION 30. DEFINITION OF “IN GOOD STANDING”. A member of this Association whose dues for the current year have been paid shall be in good standing; provided, however, that a member in good standing who is under disciplinary sentence of suspension shall be designated as a "member in good standing temporarily under suspension until the member's disciplinary sentence has terminated and provided further that a member, to remain in good standing, may be required, under the Bylaws of the member's component society, to pay special assessments, cooperate with peer review bodies or committees on ethics, or attend, if a newly admitted active member, a stated number of membership meetings between the date of admission and the completion of the first calendar year of active membership.

A member of this Association receiving assistance from the Indiana Dental Association Relief Fund shall be exempt from payment of dues and shall be in good standing during the period of such assistance.

A member of this Association who is totally disabled for a period of one year and who is unable to engage in the duties of the dental profession and who was a member in good standing at the time total disability was incurred, shall be exempt from the payment of dues and shall be in good standing during the period of total disability. A totally disabled member, in order to receive entitlement to dues exemption, shall submit through the member's component society to this Association a medical certificate attesting total disability and a certificate from said component society attesting this total disability. During the period of exemption from dues, further such certificates shall be presented on request of this Association.

A dentist who dies while a member in good standing of this Association shall be considered a member in good standing through December 31 of the year of death.

CHAPTER II -- PRIVILEGES OF MEMBERS

SECTION 10. ACTIVE, LIFE OR RETIRED MEMBERS. An Active, Life or Retired Member in good standing shall be entitled to all privileges granted by the ADA and to similar services of this Association except that a Life Member who no longer pays dues to this Association shall not receive the publications of this Association except by subscription. Active, Life and Retired Members shall be eligible for election or appointment as a representative or delegate to any board, council, committee or official position of the Association, except as otherwise herein provided.

SECTION 20. STUDENT MEMBERS. A Student Member is privileged to attend the clinical and scientific meetings of the Association.

SECTION 30. HONORARY MEMBERS. Honorary Members shall be privileged to attend the Scientific Sessions and shall be exempt from payment of dues. They shall have such other privileges as are authorized by the Board of Trustees. Active Members who become Honorary Members shall retain all the privileges of Chapter V Active Membership, except that official publications are available only on a subscription basis.

SECTION 40. AFFILIATE MEMBERS. An Affiliate Member shall be privileged to attend any scientific session of this Association, and shall receive a subscription to the official publication of the Association, the price of which shall be included in annual dues.

SECTION 50. NON-PRACTICING DENTIST. A Non-Practicing Dentist Member in good standing shall be entitled to the following privileges:
   (1) A membership card.
   (2) Eligibility for official publications on a subscription basis.
   (3) Eligibility for election to any council, committee or task force.
   (4) Eligibility for appointment as an additional member to any council or committee, provided the council or committee requests such additional non-practicing membership representation and the Board of Trustees approves the committee’s request. Such members shall be appointed by the Board of Trustees. The tenure of an additional committee member shall be limited pursuant to Chapter XIII of these Bylaws.

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(5) A non-practicing dentist member under a disciplinary sentence of suspension shall not be privileged to serve as a member on any council or committee.

SECTION 60. PRIVILEGE OF VOICE. Any member of this Association desiring to bring any matter of business before the House of Delegates shall so do in writing to the Executive Director prior to the opening session of the House of Delegates and may appear before Reference Committees to advocate any such measures.

SECTION 70. SUSPENDED MEMBER. A suspended member shall have no membership privileges except continued entitlement to coverages under insurance programs.

SECTION 80. LOSS OF MEMBERSHIP.

(A) An Active, Active Life, Retired, Student, Affiliate or Associate member whose dues have not been paid by March 31st of the current year shall cease to be a member of this Association. Reinstatement of membership may be secured by payment of the appropriate dues in accordance with Chapter XVI and re-application for membership in accordance with the Constitution and Bylaws of the component society.

(B) Any member whose license to practice dentistry has been suspended shall be suspended from membership in this Association and component society for the duration of the suspension of license. Any member whose license to practice dentistry has been revoked shall be expelled from membership in this Association without a hearing if the member waives the right to a hearing. Otherwise hearings relative to suspension or revocation of license will be conducted by this Association's Board of Trustees. If a member's license has been suspended or revoked for failure to comply with the State continuing education requirement for licensure, neither suspension nor expulsion from membership will be imposed. Any member who is charged with violating these Bylaws, the Principles of Ethics of this Association or the Principles of Ethics of the component society, shall have the right to a hearing in the component society in which he or she is a member. Disciplinary proceedings will be conducted in accordance with Chapter XII. Section 20.C. of the American Dental Association Bylaws.

SECTION 90. RIGHT OF APPEAL. An Accused member shall have the right to appeal a decision of the member's component society to this Association by filing an appeal in affidavit form with the chair of the Board of Trustees of this Association. Any further appeal by the member or component society may be made to the American Dental Association in conformance with its Bylaws.

An appeal from any decision shall not be valid unless filed within thirty (30) days after such decision has been rendered and notice thereof sent by registered mail to the parties concerned. No decision shall become final while an appeal therefrom is pending.

CHAPTER III -- CONSTITUENT SOCIETIES

This Association is a constituent society of the ADA. Its organization, powers and duties are set forth in the Bylaws of the ADA.

The fully-privileged membership in this Association shall be limited to dentists practicing in the State of Indiana who are members in good standing in a component society of the Association and also active members of this Association. A dentist not in actual practice but who is engaged in activities furthering the objects of this Association may be considered as practicing dentistry within the meaning of this article. Dental students who have membership by virtue of the Indiana Student Dental Society are also considered fully-privileged student members, except as otherwise set forth in these Bylaws.

CHAPTER IV -- COMPONENT SOCIETIES

SECTION 10. ORGANIZATION.

(A) A component society may be organized and chartered, subject to approval of the House of Delegates, upon application of at least twenty-five (25) practicing dentists in the State of Indiana who are active members of this Association.

(B) No charter shall be granted in any district in which a component society is already chartered by this Association, except by a majority vote of the affected society.

(C) The members of this Association in any county may, by a majority vote of the members of the county, petition the House of Delegates for withdrawal from the jurisdiction of a component society to allow affiliation of that county with

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another component society adjacent to the county affected, provided that the component society they wish to join is agreeable to such affiliation.

(D) Each component society shall adopt and maintain a constitution and bylaws which shall not be in conflict with the Constitution and Bylaws of this Association or those of the ADA. A copy of such rules and amendments thereto shall be filed with the Executive Director of this Association.

(E) Each component society shall be privileged to select its own name.

(F) A member in good standing of his/her component society and maintains that standing may apply for affiliate membership in another component society as long as the member meets the society's affiliate membership requirements.

SECTION 20. DUTIES AND POWERS.

(A) A component society shall elect its own members, who shall be entitled to become members of this Association and the ADA.

(B) It may adopt Standing Rules not in conflict with its Constitution and Bylaws or with those of this Association or the ADA.

(C) It shall adopt Principles of Ethics, not in conflict with those of the ADA, to govern the professional conduct of its members.

(D) It shall have the power to discipline any of its members by censure, probation, suspension or expulsion for having been found guilty of:

1. felony;
2. violation of the dental practice act of a state, district, territory or dependency;
3. violation of these Bylaws or the Principles of Ethics of this Association, subject to provisions established in Chapter II, Sections 70, 80 and 90 of these Bylaws.

SECTION 30. CHARTERED COMPONENT SOCIETIES. The following component societies are hereby chartered as component societies of this Association:

First District Dental Society – composed of the following counties: Spencer, Warrick, Vanderburg, Posey, Gibson, Knox, Dubois, Pike, Perry, and Daviess, excepting the towns of Elnora and Odon.

Indianapolis District Dental Society Incorporated – composed of the following counties: Marion, Hendricks, Hamilton, Johnson, Hancock, Morgan, Tipton, and Shelby.

West Central Dental Society – composed of the following counties: Tippecanoe, Clinton, Carroll, Benton, White, Newton, Warren, Attica in Fountain, the west half of Pulaski and the southern portion of Jasper County (south of Indiana Highway 14).

Wabash Valley Dental Society – composed of the following counties: Miami, Wabash, Cass, Grant, Howard and the east half of Pulaski.

Northwest Indiana Dental Society, Incorporated – composed of the following counties: Lake, Porter, Jasper except the southern portion of Jasper County (south of Indiana Highway 14), LaPorte, and North Judson in Starke County.

North Central Dental Society – composed of the following counties: Elkhart, Kosciusko, St. Joseph, Marshall, Fulton, Starke, excepting the city of North Judson, Miami, Wabash, Cass, Grant, Howard and the east half of Pulaski. The city of Ligonier of Noble County shall be in the North Central Dental Society.

Western Indiana Dental Society, Incorporated – composed of the following counties: Vigo, Parke, Vermillion, Clay, Sullivan excepting Dugger and the west half of Putnam County.

Isaac Knapp District Dental Society – composed of the following counties: Allen, Adams, Jay except for the city of Dunkirk, Wells, Noble except for the city of Ligonier, Steuben, LaGrange, DeKalb, Huntington and Whitley.
Greene District Dental Society – composed of the following counties: Greene, Owen, Martin, Clay City in Clay County, Dugger in Sullivan County, and Elnora and Odon in Daviess County.

Eastern Indiana Dental Society – composed of the following counties: Wayne, Fayette, Union, Rush, Franklin and the city of Lynn in Randolph.

East Central Dental Society – composed of the following counties: Blackford, Madison, Henry, Delaware, the city of Dunkirk in Jay and Randolph except for the city of Lynn.

Ben Hur Dental Society – composed of the following counties: Boone, Fountain excepting Attica, Montgomery, and the east half of Putnam County.

South Central Dental Society – composed of the following counties: Monroe, Lawrence, Brown, Bartholomew, Jackson, Orange, Crawford, Floyd, Washington, and Harrison.

Southeastern Indiana Dental Society – composed of the following counties: Decatur, Dearborn, Ohio, Ripley, Switzerland, Clark, Scott, Jennings and Jefferson.

Indiana Student Dental Society – composed of students at the Indiana University School of Dentistry who are in pursuit of a Doctor of Dental Surgery degree and dentists who are engaged full time in an advanced training course of not less than one academic year’s duration in a school or residency program accredited by the Commission on Dental Accreditation.

**CHAPTER V -- TRUSTEE DISTRICTS**

**SECTION 10. DISTRICTS.** The State of Indiana shall be divided into one trustee district for each component society and numbered as follows:

- District 1  Indianapolis District Dental Society, Incorporated
- District 2  Northwest Indiana Dental Society, Incorporated
- District 3  North Central Dental Society
- District 4  Western Indiana Dental Society, Incorporated
- District 5  South Central Dental Society
- District 6  First District Dental Society
- District 7  Isaac Knapp District Dental Society
- District 8  West Central Dental Society
- District 9  Ben Hur Dental Society
- District 10  Eastern Indiana Dental Society
- District 11  Greene District Dental Society
- District 12  Southeastern Indiana Dental Society
- District 13  East Central Dental Society
- District 14  Indiana Student Dental Society

**SECTION 20. PURPOSE.** The purpose of trustee districts is to provide representation of the members of the Association on the Board of Trustees.

**SECTION 30. REPRESENTATION.**

(A) Each trustee district shall be represented on the Board of Trustees by one (1) trustee elected by that district for a term of three (3) years. Trustees may be elected to additional terms, but are limited to a maximum of three (3) consecutive full three-year terms. Partial terms served when a Trustee assumes an unexpired term do not count in the term limit calculation.

(B) The Indiana Student Dental Society shall be represented on the Board of Trustees by one (1) trustee elected by that district for a term of one (1) year.

(C) The Indiana Student Dental Society trustee shall be a non-voting member of the Board of Trustees.

**SECTION 40. QUALIFICATIONS.** A trustee shall be an Active, Life, Student or Retired Member of this Association and a member of the district he/she is chosen to represent.

**CHAPTER VI -- HOUSE OF DELEGATES**

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SECTION 10. COMPOSITION OF.

(A) The House of Delegates shall be composed of the officially-certified delegates from each component society.

(B) The members of the Board of Trustees and Past Presidents of this Association shall serve in an advisory capacity to the House of Delegates.

SECTION 20. ELECTION OF DELEGATES AND ALTERNATES: The Indiana Student Dental Society shall elect one (1) delegate and two (2) alternates classified as members in good standing. All other component societies shall elect their delegate(s) and alternate(s) from the component societies using the following formula:

(A) One (1) delegate and one (1) alternate for one (1) through fifty (50) members classified as members in good standing; and

(B) One (1) additional delegate and one (1) additional alternate for each addition fifty (50) such members or fraction thereof, as of December 31 of the preceding year.

SECTION 30. CERTIFICATION OF DELEGATES AND ALTERNATES:

(A) The secretary of each component society shall file with the Executive Director of this Association at least sixty (60) days prior to the first day of the Annual Session of the House of Delegates, the names of the delegate(s) and alternate(s) duly elected by their societies.

(B) The Executive Director of this Association shall provide such delegates and alternates with proper credentials which shall be presented to the Committee on Credentials of the House for registration and admission to the meetings of the session.

(C) The term of office for delegates and alternates shall be one year with said term commencing on March 1 of the year that they are certified and ending on the last day of February of the following calendar year. The component society shall determine the number of terms that an individual may serve as a delegate or alternate.

(D) In the event of a contest over the credentials of any delegate or alternate, the Committee on Credentials shall hold a hearing and report its findings and recommendations to the House for final action prior to the conduct of any other business of the session.

SECTION 40. POWERS. The House of Delegates shall:

(A) be the supreme governing and policy-making body of this Association;

(B) possess the legislative powers of the Association;

(C) determine the policies which shall govern this Association in all its activities;

(D) have the power to enact and amend the Constitution and Bylaws of the Association;

(E) have the power to adopt and amend the Principles of Ethics for governing professional conduct of members of this Association;

(F) have the power to grant, amend or revoke charters of component societies;

(G) have the power to elect Honorary members of this Association;

(H) have the power to create special committees of this Association;

(I) have the power to approve all memorials, resolutions or opinions in the name of the Association;

(J) have the power, by a two-thirds (2/3) vote of its membership, to levy an assessment upon the members of this Association, pending a 60-day notification to membership by letter to component presidents.

SECTION 50. DUTIES. It shall be the duty of the House of Delegates to:
(A) elect the elective officers;

(B) elect members of the delegation to the ADA House of Delegates as described elsewhere in these Bylaws except the student delegate shall not vote;

(C) select a nominee to be submitted to Indiana's ADA Delegates and presented to the ADA 7th District Caucus when a vacancy exists, or is about to exist in the office of 7th District Trustee to the ADA. Such nominations shall not be in conflict with Chapter VII of the ADA Bylaws and its appropriate sub-sections.

(D) adopt the annual budget.

(E) conduct an annual review of policies that have been in existence for four years. If no action is taken to extend or amend the policies, they will automatically sunset at the close of the following year’s House of Delegates.

SECTION 60. TRANSFER OF POWERS AND DUTIES.

(A) The powers and duties of the House of Delegates referred to in sections 40 and 50 of this Chapter, except the power to amend the Constitution and Bylaws and the duty of electing officers, may be transferred to or assumed by the Board of Trustees in time of extraordinary emergencies.

(B) Powers and duties shall be transferred by the House of Delegates or assumed by the Board for ad interim periods between Annual Sessions only.

(C) The existence of a time of extraordinary emergency may be determined by unanimous vote of the members of the Board present and voting at a regular or special session.

(D) Such extraordinary emergency may also be determined by a mail vote of the House of Delegates, upon recommendation of at least three (3) officers of the Association.

(E) A mail vote shall consist of ballots received from not less than one-fourth (1/4) of the members of the House.

(F) A majority of the votes cast within thirty (30) days after the posting of the ballots shall determine the result of the vote.

SECTION 70. REGULAR AND SPECIAL SESSIONS.

(A) The House of Delegates shall convene annually in regular session, at such time and place as determined by the Board of Trustees. The Executive Director shall notify each delegate and alternate in writing, not less than thirty (30) days before the opening of such session.

(B) Special sessions may be called by the President upon a two-thirds (2/3) vote of the Board of Trustees or on written request of one fifth (1/5) of the officially certified delegates who comprised the last House of Delegates.

(C) The time and place of any special session of the House shall be determined by the President provided, however, that the time selected shall not be more than ninety (90) days after the date the vote was taken or the request received. Special sessions shall be limited to such business as is listed in the call.

SECTION 80.

(A) Annual Session. The Executive Director of the Association shall send an official notice of the time and place of the Annual Session to each delegate and alternate together with his or her official credentials, not less than thirty (30) days before the opening of the session.

(B) Special Session. The Executive Director of the Association shall send an official written notice of the time and place of each special session and a statement of the business to be considered to each officially-certified delegate and alternate of the last House of Delegates, not less than fifteen (15) days before the opening of the session.

SECTION 90. QUORUM. Two-thirds (2/3) of the certified voting members of the House shall constitute a quorum for the transaction of business at any meeting of the session.
SECTION 100. OFFICERS. The Elective Officers, the Secretary and the Treasurer of the Association shall serve as officers of the House of Delegates and perform the usual duties of their respective offices.

CHAPTER VII -- SCIENTIFIC SESSIONS

SECTION 10. OBJECT. The scientific session of this Association is established to foster the presentation and discussion of subjects pertaining to the science and art of dentistry.

SECTION 20. TIME AND PLACE.

The scientific sessions of this Association shall be held annually at a time and place approved by the Board of Trustees.

SECTION 30. MANAGEMENT AND GENERAL ARRANGEMENTS OF SCIENTIFIC SESSIONS. The Board of Trustees shall provide for the management of, and make all arrangements for, each scientific session not otherwise provided for in these Bylaws.

SECTION 40. TRADE AND LABORATORY EXHIBITS. Products of the dental trade and laboratories and other products supplying the needs of dentists may be exhibited at each scientific session under the direction of the Board of Trustees and in accordance with rules and regulations established by that body.

SECTION 50. ADMISSION TO SCIENTIFIC SESSIONS. Admission to meetings of the scientific sessions shall be limited to members of the Association who are in good standing and to others invited in accordance with rules and regulations established by the Board.

CHAPTER VIII -- ELECTIVE OFFICERS

SECTION 10. TITLE. The elective officers of this Association shall be a President, a President-Elect, a Vice-President, an Immediate Past-President, a Speaker of the House and a Vice-Speaker of the House.

SECTION 20. ELIGIBILITY. Only an Active, Life or Retired Member in good standing of this Association shall be eligible to an elective office.

SECTION 30. NOMINATIONS. Nominations for the elective officers shall be made at the opening meeting of the Annual Session of the House of Delegates. Nominees may speak to the House of Delegates for a maximum of three (3) minutes at that time.

SECTION 40. ELECTIONS. The election of officers shall be conducted as outlined in Chapter XIV of these Bylaws.

SECTION 50. TENURE. The elective officers shall serve for a term of one (1) year and/or until their successors are elected and qualified.

SECTION 60. INSTALLATION. Elective officers, except the President and President-Elect, shall be installed at the last meeting of the session in which they were elected. The President-Elect shall be installed as President at the close of the Annual Session at which he or she served at President-Elect. The Vice President shall be installed as President-Elect at the close of the Annual Session at which he or she served as Vice President.

SECTION 70. VACANCIES.

(A) In the event the office of President becomes vacant, the President-Elect shall automatically become President for the unexpired portion of that term and the term for which originally elected.

(B) In the event the President-Elect is unable to complete the term, the Vice President shall assume the duties of President-Elect, for the unexpired portion of that term and the term for which originally elected.

(C) In the event the office of Vice President becomes vacant, the Immediate Past President shall assume the duties of Vice President until the next annual session of the House of Delegates, when a Vice-President will be elected and installed at the same session.

(D) In the event the office of the Speaker of the House shall become vacant, the Vice-Speaker of the House shall become the Speaker of the House for the unexpired term.
(E) In the event the office of the Vice-Speaker of the House shall become vacant, the President shall appoint a qualified member to serve the remainder of the term.

CHAPTER IX -- DUTIES OF ELECTIVE OFFICERS

SECTION 10. PRESIDENT. It shall be the duty of the President to:

(A) Preside at all meetings of the Board of Trustees.

(B) Serve as President of the House, presiding at meetings of the House of Delegates in the absence of both the Speaker of the House and the Vice-Speaker.

(C) Serve as an official representative of this Association in contacts with governmental agencies, civic and professional organizations for the purpose of advancing the objectives and policies of this Association.

(D) Serve as a delegate to the ADA.

SECTION 20. PRESIDENT-ELECT. It shall be the duty of the President-Elect to:

(A) Assist the President as requested.

(B) Serve in an advisory capacity to the House of Delegates, unless serving as an officially-certified delegate.

(C) Serve in an advisory capacity to the Board of Trustees.

(D) Serve as a delegate to the ADA.

(E) Serve in an advisory capacity to all committees.

(F) Present to the Board, at its meeting preceding the Annual Session, his or her request for budgetary items for any project he or she has in mind during his or her term as President of the Association.

(G) Succeed to the office of President at the close of the Annual Session of the House at which he or she served as President-Elect.

SECTION 30. VICE-PRESIDENT. It shall be the duty of the Vice-President to:

(A) Assist the President as requested.

(B) Serve in an advisory capacity to the Board of Trustees.

(C) Serve in an advisory capacity to the House of Delegates, unless serving as an officially-certified delegate.

(D) Serve in an advisory capacity to all committees.

(E) Serve as a delegate to the ADA.

(F) Succeed to the office of President-Elect at the close of the Annual Session of the House at which he or she served as Vice President.

SECTION 40. IMMEDIATE PAST PRESIDENT. It shall be the duty of the Immediate Past President to:

(A) Assist the President as requested.

(B) Serve as a non-voting member of the Board of Trustees.

(C) Fill a vacancy in the offices of President-Elect or Vice President until a successor is elected by the House of Delegates.

(D) Serve as the last alternate delegate to the ADA unless elected an ADA delegate or a higher position of alternate delegate. The Immediate Past President shall have the prerogative to decline serving in the delegation. This decision must be made and announced at the first session of the House of Delegates.
Section 50. Speaker of the House. It shall be the duty of the Speaker of the House to preside over all meetings of the House of Delegates.

Section 60. Vice-Speaker of the House. It shall be the duty of the Vice-Speaker of the House to preside over meetings of the House of Delegates in the absence of the Speaker of the House and to perform routine duties of the Speaker in the absence or inability of that officer to serve.

Chapter X -- Appointive Officers

Section 10. Number and Titles. The appointive officers of this Association shall be a Treasurer, an Executive Director who serves as Secretary, and an Editor of the Journal as provided in Article V of the Constitution.

Section 20. Nominations and Appointments. A voting member of the Board of Trustees may nominate any active member in good standing of this Association for any of the appointive offices listed in Section 10 of this article, or in the case of Executive Director, a qualified candidate, and a majority vote of the Board of Trustees shall constitute an appointment.

Section 30. Tenure of Office and Salary. The Board of Trustees shall determine the tenure of office and the salary of each appointive officer, but the term of any such officer shall not exceed three (3) years.

Chapter XI -- Duties of Appointive Officers

Section 10. Executive Director. The Executive Director shall be the executive head of the Headquarters Office and all its branches. The Executive Director shall engage, supervise and direct all employees except as otherwise provided in these Bylaws. The Executive Director shall supervise, administer and coordinate the activities of the staff assigned to committees and assist the Board of Trustees in supervising, monitoring and providing guidance on the activities of all committees in regard to their specific assignments and systematize the preparation of their reports. The Executive Director shall carry out such other duties and directives as determined by the Board of Trustees.

Section 20. Treasurer. It shall be the duty of the Treasurer to:

(A) Serve as custodian of all moneys, securities and deeds belonging to the Association which may come into his or her possession, and he or she shall hold, invest and disburse the same subject to discretion of the Board of Trustees.

(B) Make an annual report to the House of Delegates and to the Board of Trustees.

(C) Assist the President as requested.

(D) Serve in an advisory capacity to all committees.

Section 30. Editor of the Journal. It shall be the duty of the Editor of the Journal to supervise the publication of the Journal as advised by the Communications Committee.

Chapter XII -- Board of Trustees

Section 10. Composition. There shall be a Board of Trustees composed of one (1) Trustee from each Trustee District and one (1) at-large new dentist Trustee who has been in the practice of dentistry for ten (10) years or less when selected. With the exception of the Student Trustee, such Trustees shall constitute the voting membership of the Board. The President of the Indiana Dental Association shall preside at all meetings of the Board and may vote in the case of a tie. The remaining officers and the Student Trustee shall constitute non-voting members. Members and guests may attend providing the Board has no objection.

Section 20. Qualifications.

(A) A Trustee shall be an Active, Life, Student or Retired member in good standing of this Association.
(B) Should the status of any Trustee change in regard to his or her qualifications, the position shall be declared vacant and such vacancy shall be filled by appointment made by an ad interim committee of the Trustee District. The term of such appointment shall be until the next election in that Trustee District.

SECTION 30. TENURE. The term for the Indiana Student Dental Society Trustee shall be one year. The term for the at-large new dentist Trustee shall be two (2) years. The term for all other Trustees shall be three (3) years. Trustees may be elected to additional terms, but are limited to a maximum of three (3) consecutive full-three-year terms. Partial terms served when a Trustee assumes an unexpired term do not count in the term limit calculation. Terms begin following the final meeting of the Board at each Annual Session.

SECTION 40. ELECTION OF TRUSTEES.

(A) Each Trustee district shall elect its Trustee to the Board.

(B) One new dentist Trustee will be appointed by the Membership Committee.

SECTION 50. POWERS. The Board of Trustees shall be the managing body of the Association vested with full power to conduct all business of the Association subject to the laws of the State of Indiana, the Articles of Incorporation, the Constitution and Bylaws, and the mandates of the House of Delegates. It shall have the power to:

(A) Establish rules and regulations consistent with these Bylaws, to govern its procedure and conduct.

(B) Direct the President to call a special session of the House as provided in Chapter VI of these Bylaws.

(C) Nominate to the House, candidates for Honorary Membership.

(D) Cause to be published in, or omitted from, any official publication of the Association, any article in whole or in part.

(E) Establish ad interim policies when the House is not in session and when such policies are essential to the management of the Association provided, however, that all policies shall be presented for ratification at the next session of the House.

(F) Establish a Central Office.

SECTION 60. DUTIES. It shall be the duty of the Board of Trustees to:

(A) Provide for maintenance and supervision of all property or offices owned or operated by this Association.

(B) Employ an Executive Director and appoint a Treasurer and an Editor of the Journal.

(C) Cause to be bonded by a reliable surety company any appointive officer or employee of the Association entrusted with Association funds, for the amount deemed necessary.

(D) No less than every other year, engage a reputable auditor, to audit all accounts of this Association and report to the Board of Trustees.

(E) Prepare a budget for carrying on the activities of the Association for each ensuing year.

(F) Provide for the publication and distribution of all official publications of the Association.

(G) Appoint all members to committees of this Association except as provided in these Bylaws.

(H) If a vacancy occurs in the Indiana State Board of Dentistry, the Trustee(s) of that State Board of Dentistry district shall nominate a minimum of one (1) and up to three (3) qualified members to the IDA Board of Trustees, who will approve the nominees by a majority vote. Approved nominees will be presented to the Governor by the Board of Trustees for consideration.

(I) To review the annual written reports of all committees of the Association and make recommendations concerning same to the House of Delegates.
(J) To provide for evaluating the effectiveness of each committee every three (3) years and recommending to the House of Delegates the discontinuation of any determined to have become ineffective or obsolete.

(K) To submit an annual report to the House of Delegates concerning its activities.

(L) To recommend to the House of Delegates nominees for Honorary Memberships.

(M) To perform such other duties as are prescribed by these Bylaws.

(N) Submit to the House of Delegates at the opening meeting of the annual session one or more nominations for ADA Trustee when appropriate.

SECTION 70. REGULAR SESSIONS. Regular sessions of the Board shall be held at least four (4) times each year as follows:

(A) The time and place for the sessions shall be determined by the President.

(B) Notice of the date and place of all regular sessions of the Board shall be mailed to each member of the Board at least thirty (30) days prior to the date of the meeting.

SECTION 80. SPECIAL SESSIONS.

(A) Special sessions of the Board may be called by the President, and they shall be called upon written request of five (5) members of the Board.

(B) No other business except that specified in the call may be transacted at a special session, unless unanimous consent is obtained.

(C) Notice of special sessions of the Board shall be served at least fifteen (15) days prior to the opening date of the session.

SECTION 90. QUORUM. A majority of the voting members of the Board shall constitute a quorum for the transaction of business in any meeting of a session.

CHAPTER XIII –COMMITTEES

SECTION 10. NAMES. The Committees of this Association shall be the:

Professional Development and Planning Committee, charged with enhancing the professional development of IDA members and their dental teams through continuing education, networking opportunities and conducting IDA related event programming.

Dental Practice Committee, charged with helping dentists and dental practices succeed.

Dental Public Health Committee, charged with improving the oral health of Hoosiers.

Communications Committee, charged with keeping members and the public informed of issues affecting dentistry and oral health.

Governmental Affairs Committee, charged with making the IDA the state’s most influential voice on oral health public policy issues.

Membership Committee, charged with recruiting and retaining members.

Leadership Committee, charged with recruiting members for IDA and ADA positions and developing future association leaders.

Strategic Planning Committee, charged with developing, implementing and monitoring IDA’s strategic objectives.

Finance Committee, charged with oversight of IDA’s financial resources.
Member Insurance Committee, charged with choosing and monitoring the insurance programs that benefit IDA members.

**SECTION 20. ELIGIBILITY.**

(A) Each committee shall be comprised of seven (7) Active, Life or Retired Members in good standing with at least one (1) member being a new dentist, defined as a dentist who has been in the practice of dentistry for ten (10) years of less when selected.

(B) Non-dentists and Honorary Members may be appointed as consultants to a committee.

**SECTION 30. APPOINTMENT AND TERM OF OFFICE.**

(A) Members of committees will be appointed by the Board of Trustees.

(B) The term of office for members of committees shall be two (2) years. Members are eligible for appointment to two (2) additional two (2)-year terms, but may not serve on the same committee for more than a total of six (6) consecutive years.

(C) Committee members may be considered for reappointment to the same committee after being off of the committee for one (1) full term. Committee members may be appointed to a different committee immediately, with no waiting period.

(Nota: In order to establish a rotation of committee member terms the Board of Trustees will establish an interim Nominating Subcommittee and in 2018 will present the House a slate of committee members with staggered terms. Partial terms served during this transition period will not count toward the six (6) consecutive year term limitation. This note shall expire and be removed from the Bylaws in the year when all committee members are serving full terms.)

(D) Committee chairs will be elected by the committee and shall serve for one (2) two-year term. Chairs shall be eligible for reelection at the discretion of the committee.

(E) Each chair may establish subcommittees to assist in fulfilling the committee’s assigned duties. Subcommittee members may or may not also be members of the committee. Subcommittee members are to be recommended by the chair and appointed by the Board of Trustees. Subcommittees are to be comprised of three (3) to five (5) members, or more if deemed necessary. Subcommittee members and chairs are subject to the same term limits as committee members.

(Nota: In order to create an orderly transition and establish a rotation of subcommittee member terms, the Board of Trustees will establish an interim Nominating Subcommittee and in 2018 the Board of Trustees will present the House a slate of subcommittees and subcommittee member assignments. Partial terms served during this transition period do not count toward the six (6) consecutive year term limitation. This note shall expire and be removed from the Bylaws in the year when all subcommittee members are serving full terms.)

**SECTION 40. VACANCIES.**

(A) In the event of a vacancy in membership of any committee or subcommittee, the President shall appoint a qualified member to serve the remainder of the term.

(B) In the event such vacancy involves the chair of a committee or subcommittee the President shall have the power to appoint an ad interim chair.

**SECTION 50. QUORUM.** The presence of fifty (50) percent of voting members of any committee or subcommittee shall constitute a quorum for the transaction of business.

**SECTION 60. EXPENSES.**

(A) The Association shall pay the expenses of each committee, provided such expenses are incurred in conformity with the rules and regulations established by the Board of Trustees and provided further that the committee budget as approved by the House of Delegates is sufficient to cover the payment of such expenses.

**SECTION 70. DUTIES OF ALL COMMITTEES.**
(A) The Board of Trustees shall assign goals and tasks to each committee. Each committee chair may appoint one or more subcommittees to assist with the committee’s assigned duties.

(B) Each committee shall submit in writing to the Board of Trustees a proposed itemized budget of anticipated expenditures for the coming fiscal year. Such budget shall be submitted upon request of the Treasurer chair.

(C) Each committee shall submit in writing to the Board of Trustees minutes and attendance records of each meeting.

(D) Each committee shall submit to the Board of Trustees a written report of its activities at least thirty (30) days prior to the first meeting of each Annual Session.

CHAPTER XIV -- ELECTIONS

SECTION 10. PROCEDURE.

(A) IDA Elective officers, ADA trustees, ADA delegates and ADA alternates shall be elected by the House of Delegates, except as otherwise provided in these Bylaws.

(B) Voting shall be by ballot, and the Executive Director shall provide facilities for voting.

(C) A majority vote shall constitute an election, except for election of delegates and alternates to the ADA as provided in Chapter XV.

(D) In the event no one receives a majority vote on the first ballot, the two receiving the highest number of votes shall be voted upon again.

(F) In the event there is but one (1) nominee for an elective position, the Secretary shall be instructed to cast the elective ballot for the House.

(G) Elections for IDA vice president and ADA delegates and alternate delegates will be held one year prior to the beginning of the officer, delegate or alternate delegate’s term. This is to allow the IDA to communicate the members of its ADA delegation to the ADA in a more timely manner.

CHAPTER XV -- DELEGATES, ALTERNATES, TRUSTEE AND OTHER ELECTED OFFICERS TO THE AMERICAN DENTAL ASSOCIATION

SECTION 10. NUMBER. The number of Delegates and Alternates to the American Dental Association shall be determined by the formula of that Association.

SECTION 20. NOMINATIONS: DELEGATES AND ALTERNATES.

(A) Due to ADA Bylaws that limit ADA delegate and alternate delegate eligibility to “active, life and retired members,” the Indiana Student Dental Society is not eligible to nominate members as a delegate to the ADA.

(B) Each eligible component society may nominate two (2) of its fully-privileged members for election as a Delegate to the ADA.

(C) The secretary of each eligible component society shall mail the names of its nominees to the Executive Director of this Association, at least thirty (30) days prior to the Annual Session.

(D) The Executive Director shall mail a copy of all nominations received within the deadline to each Delegate and Alternate to the IDA at least fourteen (14) days prior to the opening meeting of the Annual Session of this Association.

(E) Additional nominations may be made from the floor of the House by any member of the House of Delegates of this Association.

(F) At the conclusion of nominations for ADA delegation, at the first session of the House of Delegates, if the number of nominees fails to meet the positions available, component societies shall be permitted to nominate one (1) additional nominee for election as a delegate to the ADA. No component shall have more than three (3) nominations.
SECTION 30. ELECTION OF DELEGATES AND ALTERNATE DELEGATES.

(A) The President, President-Elect and the Vice-President shall be Delegates to the ADA by virtue of the offices they hold. The Immediate Past President shall serve a one (1) year term as Alternate Delegate to the ADA by virtue of this office held.

(B) On even years, the Leadership Committee shall select one (1) dentist that has been in practice less than ten (10) years to serve on the ADA Delegation for a period of two (2) years. This shall be a one-time appointment with the same rights, rules, privileges and obligations as all other Delegation members.

(C) The remainder of the ADA Delegation shall be elected by a plurality vote of this Association’s House of Delegates.

(D) Each year the IDA House of Delegates shall elect a sufficient number to fill the required quota of the ADA Delegation.

(E) All elected members of the ADA Delegation shall serve for a term of two (2) years.

(F) The position of Delegate or Alternate Delegate shall be determined by the Delegation prior to the ADA House of Delegates.

(G) For a ballot to be valid, it must contain votes equal to the number of positions to be filled.

(H) The members of the Delegation to the ADA House of Delegates have the power, by a simple majority vote, to alter the personnel of the Delegation when and if circumstances necessitate. The voting members shall consist of the ADA Delegation of the year in which the alteration shall affect the Delegation.

(I) Any member added to the ADA Delegation shall be for a one (1) year term.

SECTION 40. NOMINATION AND SELECTION OF ADA TRUSTEE AND ADA ELECTED OFFICER CANDIDATES. The Board of Trustees shall present one or more nominations to the House of Delegates. Additional nominations may be made from the floor of the House by any member of the House of Delegates of this Association. The House will then select the nominee.

CHAPTER XVI -- DUES

SECTION 10. TIME OF PAYMENT.

(A) Dues are due and payable at the time of application and on January 1 of each subsequent year. A member whose dues have not been paid by March 31 of the current year shall cease to be a member of this Association, except for a member who is in full compliance with the optional IDA monthly dues collection program.

(B) One who has forfeited membership for non-payment of dues may be reinstated by paying all required dues and assessments.

SECTION 20. METHOD OF PAYMENT.

(A) Component societies of the Indiana Dental Association shall bill, collect and process all annual dues or may request the IDA Central Office to assume this responsibility.

(B) Component societies requesting the IDA to collect annual dues shall so advise the IDA Central Office by placing on file a written notice to this effect and such shall remain in effect until further notice.

(C) All annual dues for the Alliance to the IDA, which are payable only on an annual basis and due January 1, shall be remitted to the Alliance Treasurer no later than sixty (60) days after receipt of dues.

(D) All IDPAC/ADPAC annual dues shall be remitted to the respective PAC in accord with federal and state election laws.

SECTION 30. ACTIVE MEMBERS.

(A) The annual dues for an active member of this Association shall be five hundred dollars ($500.00) per annum, in addition to such dues as levied by the American Dental Association and the component dental society, except as provided in subsections B, C, D, and SECTIONS 100, 110 and 120. An eligible dentist transferring from another
(B) New Graduate: On a one time basis, the dentist, when awarded a D.D.S. or D.M.D. degree shall be exempt from the payment of active member dues for the remaining period of that year and the following first full calendar year, and shall pay 25% of active member dues for the second calendar year following the year in which the degree was awarded, 50% of active member dues in the third year, 75% of active dues the fourth year, and 100% in the fifth year and thereafter.

(C) Advance Training Graduate: For the dentist who enters an accredited advance training or residency program of not less than one year's duration within one year of the award of a D.D.S. or D.M.D. degree, the foregoing reduction of dues in subsection (B) shall be suspended and deferred until completion of the advance training or residency. Upon completing the program, the dentist shall pay dues for whatever portion of reduced dues had not been applied prior to entering the advance training.

(D) Partial Year: Persons elected to active membership in this Association for the first time or whose membership will be reinstated after a lapse of one full year or more, and who are elected or reinstated after July 1, shall pay one-half of the normal annual active member dues; and if elected or reinstated after October 1, shall pay one-quarter of the normal active member dues except in the case of recent graduates who shall pay no dues as is addressed in Subsection B.

SECTION 40. LIFE MEMBERS.

(A) Active Life Members: Regardless of a member's previous classification of membership, dues for life members who are earning income from the performance of service as a member of the faculty of a dental school, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry is required shall be seventy-five (75%) the dues of active members.

(B) Retired Life Members: Life members who are no longer earning any income from the performance of service as a member of the faculty of a dental school, as a dental administrator or consultant, or as a practitioner of any activity for which a license to practice dentistry is required shall be exempt from payment of dues.

SECTION 50. RETIRED MEMBERS. A Retired Member shall be exempt from dues in this Association.

SECTION 60. STUDENT MEMBERS. The dues of a Student Member, whether undergraduate or graduate, shall be five dollars ($5.00) per annum.

SECTION 70. HONORARY MEMBERS. Honorary Members shall pay no dues.

SECTION 80. AFFILIATE MEMBERS. Affiliate Members shall pay one hundred dollars ($100.00) per year.

SECTION 90. DISABILITIES. A member of this Association who is totally disabled for a period of one year and who is unable to engage in the duties of the dental profession and who was a member in good standing at the time total disability was incurred, shall be exempt from the payment of dues and shall be in good standing during the period of total disability, upon approval by the Board of Trustees. A totally disabled member, in order to receive entitlement to dues exemption, shall submit through the member's component society, a medical certificate attesting total disability and a certificate from said component society attesting this total disability. During the period of exemption from dues, further such certificates shall be presented on request to this Association. Continued exemption from active member dues for reason of disability may be granted to a member residing outside Indiana, should the disability preclude eligibility for membership in the constituent society of the dentist's residence.

SECTION 100. SERVICE IN ARMED SERVICE. The dues of an active member in good standing, who has entered the Armed Services, may be waived during the required period of such service provided such member is in good standing in the component society and in the American Dental Association during the period of such service.

SECTION 110. DUES OF MEMBERS WHO SUFFER FINANCIAL HARDSHIP. Those members who have suffered a significant financial hardship that prohibits them from payment of their full dues may be excused from the payment of fifty (50%), seventy-five percent (75%) or all of the current year's dues as determined by the Board of Trustees. The component society shall certify the reason for the waiver, and the component society shall provide the same proportionate waiver of their dues as that provided by this Association.
SECTION 120. PERCENTAGE DUES. In establishing the dollar rate of dues in this chapter expressed as a percentage of active member dues, computations resulting in fractions of a dollar shall be rounded up to the next highest dollar.

SECTION 130, NON-PRACTICING DENTIST, a non-practicing dentist member shall be fifty percent (50%) of the dues of active members.

CHAPTER XVII -- INDEMNIFICATION

SECTION 10. INDEMNIFICATION BY THE ASSOCIATION. To the extent not inconsistent with applicable law, every Eligible Person shall be indemnified by the Association against all Liability and reasonable Expense that may be incurred by him or her in connection with or resulting from any Claim:

(A) If such Eligible Person is Wholly Successful with respect to the Claim, or

(B) If not Wholly Successful, then if such Eligible Person:

1. Is determined, as provided in Section 30 of this Chapter XVII, to have acted in good faith, in what he or she reasonably believed to be the best interests of the Association (or, in any case not involving the person's official capacity with the Association, in what he or she reasonably believed to be not opposed to the best interests of the Association) and,

2. With respect to any criminal Claim, is determined to have had reasonable cause to believe that the conduct was lawful (or had no reasonable cause to believe that the conduct was unlawful).

The termination of any Claim, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that an Eligible Person did not meet the standards of conduct set forth in this Chapter XVII.

SECTION 20. DEFINITIONS. As used in this Chapter XVII:

(A) The term "Claim" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Association, any other corporation or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which an Eligible Person may become involved, as a party or otherwise:

1. By reason of his or her being or having been an Eligible Person, or

2. By reason of any action taken or not taken by him or her in his or her capacity as an Eligible Person, whether or not he or she continues in such capacity at the time such Liability or Expense shall have been incurred.

(B) The term "Eligible Person" shall mean every person (and the estate, heirs and personal representatives of such person) who is or was a Board member, officer, delegate, employee, Committee member, or agent of the Association or is or was serving at the request of the Association as a Board member, officer, delegate, employee, Committee member, agent, or fiduciary of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other organization or entity, whether for profit or not.

(C) The terms "Liability" and "Expense" shall include, but shall not be limited to, counsel fees, reasonable expenses and disbursements, and amounts of judgments, fines, or penalties against, and amounts paid in settlement by or on behalf of, an Eligible Person.

(D) The term "Wholly Successful" shall mean:

1. Termination of any Claim against the Eligible Person in question without any finding of liability or guilt against him or her,

2. Approval by a court or agency, with knowledge of the indemnity herein provided, of a settlement of any Claim, or

3. The expiration of a reasonable period of time after the making of any Claim or threat of any Claim without the institution of such claim and without any payment or promise made to induce a settlement.
SECTION 30. ENTITLEMENT TO INDEMNIFICATION. Every Eligible Person claiming indemnification hereunder (other than one who has been Wholly Successful with respect to any Claim) shall be entitled to indemnification if:

(A) special independent legal counsel (the "Referee"), shall deliver to the Association a written finding that such Eligible Person has met the standards of conduct set forth in the preceding Section 10 of this Chapter XVI; and

(B) the Board of Trustees, acting upon such written finding, so determines. If the Board of Trustees makes such determination, it shall also determine the reasonableness of the Eligible Person's Expenses.

The Referee may be regular counsel of the Association or other disinterested person or persons and shall be selected by the Board of Trustees, whether or not a disinterested quorum exists.

The Eligible Person claiming indemnification shall, if requested, appear before the Referee and answer questions that the Referee deems relevant and shall be given ample opportunity to present to the Referee evidence upon which he or she relies for indemnification. The Association shall, at the request of the Referee, make available facts, opinions or other evidence in any way relevant to the Referee's findings which are within the possession or control of the Association.

SECTION 40. RELATIONSHIP TO OTHER RIGHTS. The rights of the indemnification provided in this Chapter XVII shall be in addition to any rights to which any Eligible Person may otherwise be entitled.

SECTION 50. ADDITIONAL INDEMNIFICATION. Irrespective of the provisions of this Chapter XVII, the Board of Trustees may, at any time and from time to time, approve indemnification of any Eligible Person to the fullest extent permitted by applicable law, or, if not expressly permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

SECTION 60. ADVANCEMENT OF EXPENSES. Expenses incurred with respect to any Claim may be advanced by the Association (by action of the Board of Trustees whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the Eligible Person to repay such amount unless he or she is entitled to indemnification.

SECTION 70. PURCHASE OF INSURANCE. The Board of Trustees is authorized and empowered to purchase insurance covering the Association's liabilities and obligations under this Chapter XVII and insurance protecting the Association's Eligible Persons.

SECTION 80. SCOPE OF COVERAGE. The provisions of this Chapter XVII shall be applicable to Claims made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

CHAPTER XVIII -- PARLIAMENTARY AUTHORITY

The most current edition of the American Dental Association approved parliamentary authority shall govern this Association in all cases in which they are applicable. Any Special Rules of this Association will supersede any policies specified in the currently approved American Dental Association parliamentary authority.

CHAPTER XIX -- AMENDMENTS

SECTION 10. DUES. An amendment to these Bylaws effecting an increase or decrease in dues may be acted upon at any meeting of the House of Delegates upon a two-thirds vote of the House.

SECTION 20. OTHER. With the exception specified in Section 10 above, these Bylaws may be amended at any session of the House of Delegates, by a two-thirds (2/3) vote of the voting members present and voting, provided the proposed amendment shall have been presented in writing at a previous meeting of the same session.